



# Proteomics International

LABORATORIES LTD

2 May 2025

The Manager Market Announcements Office  
Australian Securities Exchange

Dear Manager,

## NOTICE OF EXTRAORDINARY GENERAL MEETING

The following documents were sent to shareholders today in relation to the Extraordinary General Meeting of Proteomics International Laboratories Ltd (ASX:PIQ) to be held on Friday, 3 June 2025 at 9:00 am (AWST):

1. Letter to Shareholders regarding the Notice of Meeting
2. Notice of Meeting
3. Proxy Form

This announcement was authorised to be given to ASX by the Board of Directors of Proteomics International Laboratories Ltd.

Yours faithfully,

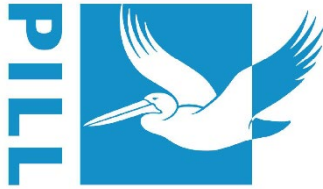
Timothy Luscombe  
*Company Secretary*

**Proteomics International Laboratories Ltd**

ABN 78 169 979 971

Box 3008, Broadway, Nedlands, WA 6009, Australia

T: +61 8 9389 1992 | E: [enquiries@proteomicsinternational.com](mailto:enquiries@proteomicsinternational.com) | W: [www.proteomicsinternational.com](http://www.proteomicsinternational.com)



# Proteomics International

LABORATORIES LTD

2 May 2025

Dear Shareholder,

Proteomics International Laboratories Ltd (ASX:PIQ) (**Proteomics** or the **Company**) is convening an Extraordinary General Meeting on Friday, 30 May 2025 at 9:00 am (AWST).

In accordance with section 110D of the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the Notice of Meeting to Shareholders unless they have made a valid election to receive documents by hard copy. Instead, the Notice of Meeting can be viewed and downloaded from the Company's website at: <https://www.proteomics.com.au/investors/asx/>.

A copy of your personalised Proxy Form is enclosed for your convenience.

In order to receive Shareholder communications by email and make elections as to receipt of documents from the Company in the future, please log on to the registry portal <https://investor.automic.com.au/#/home> and update your 'Communication Preferences' under 'My Details'.

Once logged in, you can also lodge your proxy vote online. The Company strongly encourages Shareholders to lodge a directed proxy vote online or by form in accordance with the instructions on the Proxy Form prior to the Meeting. Your proxy vote must be received by 9:00 am (AWST) on Wednesday, 28 May 2025. Any proxy vote received after that time will not be valid for the Meeting.

The Notice of Meeting should be read in its entirety. If you are in doubt as to how you should vote, you should seek advice from your professional advisers prior to voting. If you have questions about the Meeting and voting arrangements or have any difficulties obtaining the Notice of Meeting, please email the Company Secretary at [enquiries@proteomicsinternational.com](mailto:enquiries@proteomicsinternational.com).

Yours faithfully,

Timothy Luscombe  
Company Secretary

**Proteomics International Laboratories Ltd**

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ABN 78 169 979 971

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**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**EXPLANATORY MEMORANDUM**

**PROXY FORM**

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**Date of Meeting**

Friday, 30 May 2025

**Time of Meeting**

9:00 am (AWST)

**Place of Meeting**

Harry Perkins Institute  
QEll Medical Centre QQ Block  
6 Verdun Street, Nedlands, WA, 6009

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. YOU ARE ADVISED TO READ THIS DOCUMENT IN ITS ENTIRETY AND SEEK INDEPENDENT ADVICE BEFORE DECIDING HOW TO VOTE ON THE RESOLUTIONS.**

If you are in doubt how to deal with this document or how to vote on the Resolutions, please consult your financial or other professional adviser.

Should you have any questions regarding the matters in this document please do not hesitate to contact the Company Secretary via email at [enquiries@proteomicsinternational.com](mailto:enquiries@proteomicsinternational.com)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting of Proteomics International Laboratories Ltd (**Company** or **PILL**) is to be held on Friday, 30 May 2025, at the Harry Perkins Institute, QEII Medical Centre QQ Block, 6 Verdun Street, Nedlands, WA, 6009, commencing at 9:00 am (AWST).

The Explanatory Memorandum that accompanies and forms part of this Notice describes the matters to be considered at this Meeting.

### BUSINESS

#### Resolution 1 – Ratification of Prior Issue – Placement Shares

To consider and, if thought fit, to pass with or without amendment the following resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue of 10,810,811 Shares under the Placement on the terms and conditions set out in the Explanatory Memorandum."*

#### Voting Exclusion

A voting exclusion statement applies to this Resolution. Please see the 'Voting Exclusion Statements' section below.

#### Resolution 2 – Ratification of Prior Issue – Placement Options

To consider and, if thought fit, to pass with or without amendment the following resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue of 5,405,399 Options under the Placement on the terms and conditions set out in the Explanatory Memorandum."*

#### Voting Exclusion

A voting exclusion statement applies to this Resolution. Please see the 'Voting Exclusion Statements' section below.

#### Resolution 3 – Approval of proposed issue of Director Placement Shares and Attaching Options to Director Dr Richard Lipscombe

To consider and, if thought fit, to pass with or without amendment the following resolution as an **ordinary resolution**:

*"That for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue to Dr Richard Lipscombe (or his nominee) of a total of 729,730 Placement Shares and 364,875 Attaching Options, on the basis set out in the Explanatory Statement."*

#### Voting Exclusion

A voting exclusion statement applies to this Resolution. Please see the 'Voting Exclusion Statements' section below.

#### Resolution 4 – Approval of proposed issue of Director Placement Shares and Attaching Options to Director Mr Aaron Brinkworth

To consider and, if thought fit, to pass with or without amendment the following resolution as an **ordinary resolution**:

*"That for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue to Mr Aaron Brinkworth (or his nominee) of a total of 135,135 Placement Shares and 67,567 Attaching Options, on the basis set out in the Explanatory Statement."*

#### Voting Exclusion

A voting exclusion statement applies to this Resolution. Please see the 'Voting Exclusion Statements' section below.

#### Resolution 5 – Approval of proposed issue of Director Placement Shares and Attaching Options to Director Mr Neville Gardiner

To consider and, if thought fit, to pass with or without amendment the following resolution as an **ordinary resolution**:

*"That for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue to Mr Neville Gardiner (or his nominee) of a total of 81,081 Placement Shares and 40,540 Attaching Options, on the basis set out in the Explanatory Statement."*

#### **Voting Exclusion**

A voting exclusion statement applies to this Resolution. Please see the 'Voting Exclusion Statements' section below.

#### **Resolution 6 – Approval of proposed issue of Director Placement Shares and Attaching Options to Director Mr Paul House**

To consider and, if thought fit, to pass with or without amendment the following resolution as an **ordinary resolution**:

*"That for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue to Dr Richard Lipscombe (or his nominee) of a total of 135,135 Placement Shares and 67,567 Attaching Options, on the basis set out in the Explanatory Statement."*

#### **Voting Exclusion**

A voting exclusion statement applies to this Resolution. Please see the 'Voting Exclusion Statements' section below.

#### **Resolution 7 – Approval of proposed issue of Shares and Options to Ms Jacqueline Gray**

To consider and, if thought fit, to pass with or without amendment the following resolution as an **ordinary resolution**:

*"That for the purposes of Listing Rule 7.1 and for all other purposes, the Shareholders approve the issue to Ms Jacqueline Gray (or her nominee) of a total of 270,271 Shares and 135,135 Options, on the basis set out in the Explanatory Statement."*

#### **Voting Exclusion**

A voting exclusion statement applies to this Resolution. Please see the 'Voting Exclusion Statements' section below.

#### **Resolution 8 – Approval of Issue of Options to Joint Lead Managers**

To consider, and if thought fit, to pass with or without amendment the following resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.1, and for all other purposes, approval is given for the Company to issue 2,000,000 Options to the Joint Lead Managers on the terms and conditions set out in the Explanatory Memorandum."*

#### **Voting Exclusion**

A voting exclusion statement applies to this Resolution. Please see the 'Voting Exclusion Statements' section below.

#### **VOTING EXCLUSIONS**

<b>Resolution 1 – Ratification of Prior Issue - Placement Shares</b>	The Company will disregard any votes cast in favour of this resolution by or on behalf of a Placement Participant or an associate of a Placement Participant.
<b>Resolution 2 – Ratification of Prior Issue - Placement Options</b>	The Company will disregard any votes cast in favour of this resolution by or on behalf of a Placement Participant or an associate of a Placement Participant.
<b>Resolutions 3 – Approval of proposed issue of Director Placement Shares and Director Placement Options to Director Dr Richard Lipscombe</b>	The Company will disregard any votes cast in favour of this resolution by or on behalf of Dr Richard Lipscombe (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary Shares in the Company) or an associate of that person (or those persons).
<b>Resolutions 4 – Approval of proposed issue of Director Placement Shares and Attaching Options to Director Mr Aaron Brinkworth</b>	The Company will disregard any votes cast in favour of this resolution by or on behalf of Mr Aaron Brinkworth (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary Shares in the Company) or an associate of that person (or those persons).

<b>Resolutions 5 – Approval of proposed issue of Director Placement Shares and Attaching Options to Director Mr Neville Gardiner</b>	The Company will disregard any votes cast in favour of this resolution by or on behalf of Mr Neville Gardiner (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary Shares in the Company) or an associate of that person (or those persons).
<b>Resolutions 6 – Approval of proposed issue of Director Placement Shares and Attaching Options to Director Mr Paul House</b>	The Company will disregard any votes cast in favour of this resolution by or on behalf of Mr Paul House (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary Shares in the Company) or an associate of that person (or those persons).
<b>Resolution 7 – Approval of proposed issue of Shares and Options to Ms Jacqueline Gray</b>	The Company will disregard any votes cast in favour of this resolution by or on behalf of Ms Jacqueline Gray (or her nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary Shares in the Company) or an associate of that person (or those persons).
<b>Resolution 8 – Approval of Issue of Options to Joint Lead Managers</b>	The Company will disregard any votes cast in favour of this resolution by or on behalf of the Joint Lead Managers and their nominee(s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary Shares in the Company) or an associate of that person (or those persons).

However, in each case above, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

#### EXPLANATORY MEMORANDUM

The Explanatory Memorandum is incorporated in and comprises part of this Notice. Shareholders are referred to the Definitions in the Explanatory Memorandum which contains definitions of capitalised terms used both in this Notice and the Explanatory Memorandum.

#### ACTIONS TO BE TAKEN BY SHAREHOLDERS

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

If Shareholders have questions about the Meeting and voting arrangements, please email the Company Secretary at [enquiries@proteomicsinternational.com](mailto:enquiries@proteomicsinternational.com).

#### VOTING BY PROXY

The Proxy Form provides further details on appointing proxies and lodging proxy votes. Proxy votes (together with any authority under which the Proxy Form was signed or a certified copy of the authority) must be received before 9:00 am (AWST) on Wednesday, 28 May 2025.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

#### **VOTING ENTITLEMENTS**

For the purposes of section 1074E(2) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations 2001*, the Company has determined that members holding ordinary shares as set out in the Company's share register at 5:00 pm (AWST) on Wednesday, 28 May 2025 will be entitled to attend and vote at the Meeting.

#### **CORPORATE REPRESENTATIVE**

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with an original (or certified copy) certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. The appointment must comply with section 250D of the Corporations Act.

#### **ATTORNEYS**

If an attorney is to attend the Meeting on behalf of a Shareholder, a properly executed original (or originally certified copy) of an appropriate power of attorney must be received by the Company by the deadline for the receipt of Proxy Forms, being no later than 9:00 am (AWST) on Wednesday, 28 May 2025. Previously lodged powers of attorney will be disregarded by the Company.

#### **QUESTIONS**

Shareholders are encouraged to submit questions in respect of the items of business as well as general questions in respect of the Company and its operations in advance of the Meeting by email to the Company Secretary at [enquiries@proteomicsinternational.com](mailto:enquiries@proteomicsinternational.com).

**DATED THIS 2<sup>ND</sup> OF MAY 2025**  
**BY ORDER OF THE BOARD**



**Timothy Luscombe**  
**Company Secretary**

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Meeting of Proteomics International Laboratories Ltd (**Company** or **PILL**).

The Directors recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

### 1. Background to the Placement

#### 1.1 General

On 22 April 2025, the Company announced that it had completed a placement to institutional, sophisticated and professional investors, through the issue of 10,810,811 Shares at an issue price of \$0.37 per Share (**Placement Shares**) raising approximately \$4 million before costs (**Placement**). Under the offer, for every two new Shares issued under the Placement, the Placement Participants received one attaching option exercisable at \$0.50 and expiring on 31 May 2026. The Company issued a total of 5,405,399 Options to the Placement Participants under the Placement without Shareholder approval pursuant to the Company's capacity under Listing Rule 7.1, on 29 April 2025 (**Placement Options**).

#### 1.2 Director and Key Management Personnel Participation

Certain Directors and Key Management Personnel have demonstrated their continued support for the Company and committed to invest on the same terms as other participants in the Placement by subscribing for an additional further 1,351,352 Shares at \$0.37 per Share and 675,674 attaching Options on the same terms as the Placement Participants to raise a total of \$500,000.24, subject to Shareholder approval as follows:

- (a) an aggregate of 1,081,081 Shares (**Director Placement Shares**) and 540,539 Options (**Attaching Options**) to raise up to an aggregate of \$399,999.97 to the Directors (or their respective nominees), being the Securities the subject of Resolutions 3 to 6; and
- (b) 270,271 Shares and 135,135 Options to Ms Jacqueline Gray, Chief Financial Officer of the Company to raise \$100,00.27, being the Securities the subject of Resolution 7.

#### 1.3 Use of funds

The Company intends to apply funds raised under the Placement, the Director's participation and Ms Gray's participation, towards funding:

- (i) the launch of three Promarker tests in Australia;
- (ii) the launch of three Promarker tests in USA;
- (iii) a systems upgrade to provide clinical diagnostic tests in Australia;
- (iv) the establishment of laboratory platforms for PromarkerD, PromarkerEso & PromarkerEndo tests in USA; and

#### 1.4 Joint Lead Managers

Euroz Hartleys Securities Limited (ACN 089 314 983) (**Euroz Hartleys**) and Bell Potter Securities Limited (ACN 006 390 772, AFSL 243480) (**Bell Potter**) acted as Joint Lead Managers and Bookrunners to the Placement, and Candour Advisory Pty Ltd (ACN 628 454 839) (**Candour Advisory**) acted as Corporate Advisor to the Placement.

### 2. Resolution 1 – Ratification of Prior Issue – Placement Shares

#### 2.1 General

This Resolution seeks Shareholder ratification for purposes of Listing Rule 7.4 for the issue of 10,810,811 Placement Shares to the Placement Participants.

#### 2.2 ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of the period.

The issue of Placement Shares does not fit within any of these exceptions and, as it has not yet been approved by the



Company's shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

### 2.3 ASX Listing Rule 7.4

Listing Rule 7.4 allows shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to be approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 1 seeks shareholder approval of the issue of Placement Shares under and for the purposes of Listing Rule 7.4.

### 2.4 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the issue of Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date of the Placement Shares.

If Resolution 1 is not passed, the issue of Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date of the Placement Shares.

### 2.5 Technical information required by ASX Listing Rules 7.4 and 7.5

Pursuant to, and in accordance with ASX Listing Rules 7.4 and 7.5, the following information is provided in relation to the issue of Placement Shares:

- (a) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (b) a total of 10,810,811 Placement Shares were issued under the placement capacity available to the Company under Listing Rule 7.1;
- (c) the issue price was \$0.37 per Placement Share;
- (d) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Placement Shares were issued on 29 April 2025;
- (f) the Placement Shares were issued to institutional, sophisticated and professional investors who were identified and selected by Euroz Hartleys and Bell Potter acting as Joint Lead Managers and Bookrunners and Candour Advisory acting as Corporate Advisor to the Placement. None of the subscribers were related parties of the Company;
- (g) the purpose of the issue of the Placement Shares was to raise \$4 million before costs, which the Company intends to apply towards those items set out in Section 1.3;
- (h) the Placement Shares were not issued under an agreement;
- (i) the issue of the Placement Shares did not breach Listing Rule 7.1; and
- (j) a voting exclusion statement has been included for this Resolution.

### 2.6 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

### 2.7 Voting Intention

The Chair of the Meeting intends to vote all available proxies in favour of this Resolution.

## **3. Resolution 2 – Ratification of Prior Issue – Placement Options**

### 3.1 General

This Resolution seeks Shareholder ratification for purposes of Listing Rule 7.4 for the issue of 5,405,399 Placement Options to the Placement Participants.

### 3.2 ASX Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The issue of Placement Options does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

### 3.3 ASX Listing Rule 7.4

Listing Rule 7.4 allows shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to be approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 2 seeks shareholder approval of the issue of Placement Options under and for the purposes of Listing Rule 7.4.

### 3.4 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the issue of Placement Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date of the Placement Options.

If Resolution 2 is not passed, the issue of Placement Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date of the Placement Shares.

### 3.5 Technical information required by ASX Listing Rules 7.4 and 7.5

Pursuant to, and in accordance with ASX Listing Rules 7.4 and 7.5, the following information is provided in relation to the issue of Placement Options:

- (a) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (b) a total of 5,405,399 Placement Options were issued under the placement capacity available to the Company under Listing Rule 7.1 on the basis of 1 free attaching option for every 2 Placement Shares applied for and issued under the Placement;
- (c) the Placement Options were issued for nil cash consideration as free attaching options to the Placement Shares;
- (d) the Placement Options were issued on the terms and conditions set out in Schedule 2;
- (e) the Placement Options were issued on 29 April 2025;

- (f) the Placement Options were issued to institutional, sophisticated and professional investors who were identified and selected by Euroz Hartleys and Bell Potter acting as Joint Lead Managers and Bookrunners and Candour Advisory acting as Corporate Advisor to the Placement. None of the subscribers were related parties of the Company;
- (g) the issue of the Placement Options were free attaching the Placement Shares. The purpose of the issue of the Placement Securities was to raise \$4 million before costs, will be applied towards those items set out in Section 1.3.
- (h) the Placement Options were not issued under an agreement;
- (i) the issue of the Placement Options did not breach Listing Rule 7.1; and
- (j) a voting exclusion statement has been included for this Resolution.

### 3.6 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

### 3.7 Voting Intention

The Chair of the Meeting intends to vote all available proxies in favour of this Resolution.

## **4. Resolutions 3-6 – Approval of Issue of Director Placement Shares Attaching Options to the Directors**

### 4.1 General

As set out in Section 1.2 the Directors have demonstrated their continued support for the Company and committed to invest on the same terms as other participants in the Placement by subscribing for the Director Placement Shares and Attaching Options, to raise a total of \$399,999.97, subject to Shareholder approval.

If approved, the Director Placement Shares and Attaching Options will be issued as follows:

- Resolution 3: Dr Richard Lipscombe, Managing Director and Chief Executive Officer (or his nominee), to be issued 729,730 Director Placement Shares and 364,875 Attaching Options for \$270,000.10;
- Resolution 4: Mr Aaron Brinkworth, a Director (or his nominee), to be issued 135,135 Director Placement Shares and 67,567 Attaching Options for \$49,999.95.
- Resolution 5: Mr Neville Gardiner, a Director (or his nominee), to be issued 81,081 Director Placement Shares and 40,540 Attaching Options for \$29,999.97.
- Resolution 6: Mr Paul House, a Director (or his nominee), to be issued 135,135 Director Placement Shares and 67,567 Attaching Options for \$49,999.95,

This Resolution seeks Shareholder approval for purposes of Listing Rule 10.11 for the issue of the Director Placement Shares and Attaching Options to the Directors (or their nominee(s)).

### 4.2 Section 208 of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
  - (b) give the benefit within 15 months following such approval,
- unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The participation of each of the Directors (and/or their nominee(s)) will result in the issue of Shares and Options, which constitutes the giving of a financial benefit and each of Dr Richard Lipscombe, Mr Aaron Brinkworth, Mr Neville Gardiner and Mr Paul House are related parties of the Company by virtue of being Directors of the Company.

Section 210 of the Corporations Act provides an exemption to the restrictions in Chapter 2E on the giving of financial benefits to related parties, if the financial benefit is on arm's length terms. The Board considers that Shareholder approval under section 208 of the Corporations Act is not required as the Director Placement Shares and Attaching Options to be issued to those Directors will be on exactly the same terms as Placement Shares and Placement Options issued to non-related party participants in the Placement, including the offer price to be paid, and as such the giving of the financial benefit to those Directors will be on arm's length terms.

#### 4.3 ASX Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- a related party;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company;
- a person who is, or was at the time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- a person whose relationship with the Company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of Director Placement Shares and Director Placement Options to Dr Richard Lipscombe, Mr Aaron Brinkworth, Mr Neville Gardiner and Mr Paul House (or their respective nominees) falls within Listing Rule 10.11.1, as each of them are a related party of the Company and does not fall within any of the exceptions in Listing Rule 10.12. The proposed issue of Director Placement Shares and Attaching Options therefore requires the approval of Shareholders under Listing Rule 10.11.

If Resolutions 3 to 6 are passed, the Company will be able to proceed with the issue of all 1,081,081 Director Placement Shares and 540,539 Attaching Options to the Directors (or their respective nominees).

If some or all of Resolutions 3 to 6 are not passed, the Company will not be able to proceed with the issue of all of the 1,081,081 Director Placement Shares and 540,539 Attaching Options to the relevant Director (or their respective nominees) and the Company will not be able to raise some or all of the \$500,000.24 to be raised from the proposed issue.

#### 4.4 Technical Information required by Listing Rule 10.13

- (a) A total of 1,081,081 Director Placement Shares and 540,539 Attaching Options will be issued to the Directors in the proportions set out in Section 4.1;
- (b) each of the Directors fall within the category set out in Listing Rule 10.11.1 as they are related parties of the Company by virtue of being Directors. Any nominee(s) of the Directors who receive Placement Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4;
- (c) the Director Placement Shares will be fully paid ordinary shares in the Company of the Company, issued on the same terms and conditions as the Company's existing Shares;
- (d) the Attaching Options will be issued on the terms and conditions set out in Schedule 2;
- (e) the Company expects to issue the Director Placement Shares and Attaching Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares or Options contemplated by these Resolutions later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (f) the Director Placement Shares will be issued at \$0.37 per Share and the Attaching Options will be issued free attaching with the Shares on a 1 for 2 basis on the same terms as the Placement Shares and Placement Options issued under the Placement;
- (g) the purpose of the issue is to raise capital to be applied towards those items set out in Section 1.3;
- (h) the Director Placement Shares and Attaching Options are not being issued under an agreement; and
- (i) a voting exclusion statement applies to Resolutions 3 to 6.

### **5. Resolution 7 – Approval of proposed issue of Placement Shares and Placement Options to Ms Jacqueline Gray**

#### 5.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 270,271 Shares and 135,135 Options to Ms Jacqueline Gray (or her nominee(s)).

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much

flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

#### 5.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the issue can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

#### 5.3 Technical information required by Listing Rule 7.3

Pursuant to, and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of Securities pursuant to this Resolution:

- (a) the securities the subject of this Resolution will be issued to Ms Jacqueline Gray (or her nominee(s));
- (b) 270,271 Shares and 135,135 Options will be issued;
- (c) the Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Options will be issued on the terms and conditions set out in Schedule 2;
- (d) the Company expects to issue the Securities the subject of this Resolutions within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities the subject of this Resolution later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (e) the Shares will be issued at \$0.37 per Placement Share and the Options will be issued free attaching with the Shares on a 1 for 2 basis on the same terms as the Placement Shares and Placement Options issued under the Placement;
- (f) the purpose of the issue is to raise capital to be applied towards those items set out in Section 1.3;
- (g) the Shares and Options are not being issued under an agreement; and
- (h) a voting exclusion statement applies to this Resolution.

#### 5.4 Board recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

#### 5.6 Voting Intention

The Chair of the Meeting intends to vote all undirected proxies in favour of this Resolution.

### **6. Resolution 8 – Approval of Issue of Options to Joint Lead Managers**

#### 6.1 General

The Company entered into an engagement letter for services on 21 March 2025 (**Joint Lead Manager Agreement**) pursuant to which it has agreed to issue 2,000,000 unlisted options with an expiry two years from the issue date and an exercise price of 50% premium to the Placement Share issue price (**JLM Options**) to Joint Lead Managers (**JLMs**) Euroz Hartleys (or its nominee) and Bell Potter (or its nominee) in lieu of cash payment for corporate advisory services as part of the Placement.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 to issue the JLM Options to the JLMs (or their nominee(s)).

#### 6.2 Material terms of the Lead Manager Agreement

Pursuant to the terms of the Joint Lead Manager Agreement, Euroz Hartleys and Bell Potter agreed to act as Joint Lead Managers and Bookrunners to the Placement which was completed and announced on 22 April 2025.

Under the terms of the Joint Lead Manager Agreement, the Company agreed to pay/issue to the JLMs (or their nominee(s)):

- (a) management fee and selling fee of 6% of the proceeds raised under the Placement;
- (b) 2,000,000 JLM Options.

Subject to shareholder approval, the Company intends to issue the 2,000,000 JLM Options, to Bell Potter and Euroz Hartleys on 29 May 2025.

The Company was obligated to reimburse all expenses incurred by the JLMs in relation to the Placement.

The Company agreed to grant the JLMs a first right of refusal to act as joint lead managers on any equity raising conducted by the Company within six months after the date of the Lead Manager Agreement.

The Joint Lead Manager Agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties, indemnities and confidentiality provisions).

#### 6.3 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 8 seeks the required shareholder approval for the issue of JLM Options under and for the purposes of Listing Rule 7.1.

#### 6.4 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the Company will be able to proceed with the issue of JLM Options. In addition, the issue of JLM Options will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the JLM Options and will be required to renegotiate the JLM fees, which may require the Company to remunerate the JLMs with a cash payment.

#### 6.5 Technical information required by ASX Listing Rule 7.3

Pursuant to, and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of JLM Options:

- (a) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (b) the JLM Options will be issued to Bell Potter or its nominee and Euroz Hartleys or its nominee, split on a basis agreed by the JLMs;
- (c) the maximum number of JLM Options to be issued is 2,000,000;
- (d) the terms and conditions of the JLM Options are set out in Schedule 1;
- (e) the JLM Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (f) the JLM Options will be issued at an issue price of \$0.00001 per Option (total cash consideration of \$20) in lieu of cash payment for Corporate Advisory Services under the Joint Lead Manager Agreement;
- (g) the JLM Options will be issued pursuant to the terms of the Joint Lead Manager Agreement. A summary of the material terms of the Joint Lead Manager Agreement is set out in Section 6.2;
- (h) the purpose of the issue of JLM Options is to satisfy the Company's obligations under the Joint Lead Manager Agreement;
- (i) the JLM Options are not being issued under, or to fund, a reverse takeover; and
- (j) a voting exclusion statement has been included for the Resolution.

#### 6.6 Board recommendation

The Directors recommend that Shareholders vote in favour of the Resolution.

#### 6.7 Voting Intention

The Chair of the Meeting intends to vote all undirected proxies in favour of the Resolution.

## DEFINITIONS

**\$** means an Australian dollar.

**ASX** means ASX Limited (ACN 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited.

**ASX Listing Rules** and **Listing Rules** mean the official listing rules of ASX.

**AWST** means Australian Western Standard Time, being the time in Perth.

**Board** means the board of directors of the Company.

**Chair** (or Chairperson) means the person appointed to chair the Meeting convened by this Notice.

**Company** or **PILL** means Proteomics International Laboratories Ltd (ACN 169 979 971).

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a Director of the Company as at the date of this Notice and **Directors** means the directors of the Company as at the date of this Notice.

**Explanatory Memorandum** means this explanatory memorandum accompanying the Notice of Meeting.

**Extraordinary General Meeting** means the extraordinary general meeting the subject of this Notice.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Listing Rules** means the official listing rules of the ASX.

**Meeting** means the meeting of Shareholders convened by the Notice of Meeting.

**Notice** or **Notice of Meeting** means the notice of extraordinary general meeting accompanying this Explanatory Memorandum.

**Option** means an option which entitles the holder to subscribe for one Share.

**Optionholder** means an option holder of the Company.

**Placement Participant** means the institutional, sophisticated and professional investors who participated in the Placement.

**Proxy Form** means the proxy form attached to the Notice.

**Resolution** means a resolution in the Notice.

**Securities** means Shares and Options.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a shareholder of the Company.

## SCHEDULE 1

### Terms and Conditions of the JLM Options

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

a) *Exercise Price*

The exercise price per JLM Option is \$0.555.

b) *Entitlement*

Each JLM Option shall entitle the holder the right to subscribe (in cash) for one Share in the capital of the Company.

c) *Option Period*

The JLM Options will expire at 5:00pm WST on the date that is two years after the date of grant of the Options (**Expiry Date**). Subject to clause (g), Options may be exercised at any time prior to the expiry date and Options not so exercised shall automatically lapse on the Expiry Date.

d) *Ranking of Share Allotted on Exercise of Option*

Each Share allotted as a result of the exercise of any JLM Option will, subject to the Constitution of the Company, rank in all respects pari passu with the existing Shares in the capital of the Company on issue at the date of issue.

e) *Voting*

A registered owner of a JLM Option (**Option Holder**) will not be entitled to attend or vote at any meeting of the members of the Company unless they are, in addition to being an Option Holder, a member of the Company.

f) *Transfer of an Option*

Options are transferrable at any time prior to the Expiry Date. This right is subject to any restrictions on the transfer of Options that may be imposed by the ASX.

g) *Method of Exercise of an Option*

- (i) The Company will provide to each Option Holder a notice that is to be completed when exercising the Options (**Notice of Exercise of Options**). Options may be exercised by the Option Holder by completing the Notice of Exercise of Options and forwarding the same to the Company Secretary to be received prior to the expiry date. The Notice of Exercise of Options must state the number of Options exercised and the consequent number of ordinary shares in the capital of the Company to be allotted; which number of Options must be a multiple of 2,500 if only part of the Option Holder's total Options are exercised, or if the total number of Options held by an Option Holder is less than 2,500, then the total of all Options held by that Option Holder must be exercised.
- (ii) The Notice of Exercise of Options by an Option Holder must be accompanied by payment in full for the relevant number of shares being subscribed, being an amount of \$0.555 per Share.
- (iii) Subject to paragraph (g)(i) above, the exercise of less than all of an Option Holder's Options will not prevent the Option Holder from exercising the whole or any part of the balance of the Option Holder's entitlement under the Option Holder's remaining Options.
- (iv) Within 14 business days from the date the Option Holder properly exercises Options held by the Option Holder, the Company shall issue and allot to the Option Holder that number of Shares in the capital of the Company so subscribed for by the Option Holder.
- (v) If the Company is listed on the ASX, the Company will within 5 business days from the date of issue and allotment of Shares pursuant to the exercise of an Option, apply to the ASX for, and use its best endeavours to obtain, Official Quotation of all such Shares, in accordance with the Corporations Act and the Listing Rules of the ASX.
- (vi) The Company will generally comply with the requirements of the Listing Rules in relation to the timetables imposed when quoted Options are due to expire. Where there shall be any inconsistency between the timetables outlined herein regarding the expiry of the Options and the timetable outlined in the Listing Rules, the timetable outlined in the Listing Rules shall apply.

h) *Reconstruction*

In the event of a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option Holder will be changed to the extent necessary to comply with the Corporations Act and ASX Listing Rules applying to the reconstruction of capital, at the time of the reconstruction.

i) *Participation in New Share Issues*

There are no participating rights or entitlements inherent in the Options to participate in any new issues of capital which may be made or offered by the Company to its shareholders from time to time prior to the expiry date unless and until the Options are exercised. The Company will ensure that during the exercise period, the record date for the purposes of determining entitlements to any new such issue, will be such date required under the Listing Rules in order to afford the Option Holder an opportunity to exercise the Options held by the Option Holder.

j) *No Change of Options' Exercise Price or Number of Underlying Shares*

The Options do not confer the right to a change in exercise price or change to the number of underlying securities except in the circumstances outlined in Listing Rule 6.22. There are no rights to change the exercise price of the Options or the number of underlying Shares if there is a bonus issue to the holders of ordinary shares. If the Company makes a pro rata issue of securities (except a bonus issue) to the holders of ordinary shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend investment) the Option exercise price shall be reduced according to the formula specified in the Listing Rules.



## SCHEDULE 2

### Terms and Conditions of the Placement and Director Placement Options

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

a) *Exercise Price*

The exercise price per Option is \$0.50.

b) *Entitlement*

Each Option shall entitle the holder the right to subscribe (in cash) for one Share in the capital of the Company.

c) *Option Period*

The Options will expire at 5:00pm WST on the 31 May 2026 (**Expiry Date**). Subject to clause (g), Options may be exercised at any time prior to the expiry date and Options not so exercised shall automatically lapse on the Expiry Date.

d) *Ranking of Share Allotted on Exercise of Option*

Each Share allotted as a result of the exercise of any Option will, subject to the Constitution of the Company, rank in all respects pari passu with the existing Shares in the capital of the Company on issue at the date of issue.

e) *Voting*

A registered owner of a Option (**Option Holder**) will not be entitled to attend or vote at any meeting of the members of the Company unless they are, in addition to being an Option Holder, a member of the Company.

f) *Transfer of an Option*

Options are transferrable at any time prior to the Expiry Date. This right is subject to any restrictions on the transfer of Options that may be imposed by the ASX.

g) *Method of Exercise of an Option*

(vii) The Company will provide to each Option Holder a notice that is to be completed when exercising the Options (**Notice of Exercise of Options**). Options may be exercised by the Option Holder by completing the Notice of Exercise of Options and forwarding the same to the Company Secretary to be received prior to the expiry date. The Notice of Exercise of Options must state the number of Options exercised and the consequent number of ordinary shares in the capital of the Company to be allotted; which number of Options must be a multiple of 2,500 if only part of the Option Holder's total Options are exercised, or if the total number of Options held by an Option Holder is less than 2,500, then the total of all Options held by that Option Holder must be exercised.

(viii) The Notice of Exercise of Options by an Option Holder must be accompanied by payment in full for the relevant number of shares being subscribed, being an amount of \$0.50 per Share.

(ix) Subject to paragraph (g)(i) above, the exercise of less than all of an Option Holder's Options will not prevent the Option Holder from exercising the whole or any part of the balance of the Option Holder's entitlement under the Option Holder's remaining Options.

(x) Within 14 business days from the date the Option Holder properly exercises Options held by the Option Holder, the Company shall issue and allot to the Option Holder that number of Shares in the capital of the Company so subscribed for by the Option Holder.

(xi) If the Company is listed on the ASX, the Company will within 5 business days from the date of issue and allotment of Shares pursuant to the exercise of an Option, apply to the ASX for, and use its best endeavours to obtain, Official Quotation of all such Shares, in accordance with the Corporations Act and the Listing Rules of the ASX.

(xii) The Company will generally comply with the requirements of the Listing Rules in relation to the timetables imposed when quoted Options are due to expire. Where there shall be any inconsistency between the timetables outlined herein regarding the expiry of the Options and the timetable outlined in the Listing Rules, the timetable outlined in the Listing Rules shall apply.

h) *Reconstruction*

In the event of a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option Holder will be changed to the extent necessary to comply with the Corporations Act and ASX Listing Rules applying to the reconstruction of capital, at the time of the reconstruction.

i) *Participation in New Share Issues*

There are no participating rights or entitlements inherent in the Options to participate in any new issues of capital which may be made or offered by the Company to its shareholders from time to time prior to the expiry date unless and until the Options are exercised. The Company will ensure that during the exercise period, the record date for the purposes of determining entitlements to any new such issue, will be such date required under the Listing Rules in order to afford the Option Holder an opportunity to exercise the Options held by the Option Holder.

j) *No Change of Options' Exercise Price or Number of Underlying Shares*

The Options do not confer the right to a change in exercise price or change to the number of underlying securities except in the

circumstances outlined in Listing Rule 6.22. There are no rights to change the exercise price of the Options or the number of underlying Shares if there is a bonus issue to the holders of ordinary shares. If the Company makes a pro rata issue of securities (except a bonus issue) to the holders of ordinary shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend investment) the Option exercise price shall be reduced according to the formula specified in the Listing Rules.

# Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **9.00am (AWST) on Wednesday, 28 May 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

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Sydney NSW 2000

#### BY EMAIL:

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#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

##### WEBSITE:

<https://automicgroup.com.au>

##### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

